

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al. : Case No. 05-05-44481(RDD)  
Debtors: : (Jointly Administered)  
----- X

**AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL**

STATE OF MISSISSIPPI

COUNTY OF HINDS

ROBERT P. WISE, being duly sworn, deposes and says:

1. I am a principal of Wise Carter Child & Caraway, P.A. ("Wise Carter") which firm maintains offices at 401 E. Capitol Street, Suite 600, Post Office Box 651, Jackson, Mississippi 39205.

2. Neither I, Wise Carter, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Wise Carter has represented and advised the Debtors in Mississippi with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Wise Carter has agreed, to continue to represent and advise the Debtors pursuant to Section 327(e) of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Wise Carter proposes, to render the following services to the Debtors: Manufacturing tax incentive and ad valorem tax exemption research and filings; defense of workers' compensation cases; real estate counsel.

5. Wise Carter's current fees arrangement is payment of hourly fees plus expenses.

6. Except as set forth herein, no promises have been received by Wise Carter or any partner, auditor or other member thereof as to compensation in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of

Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Wise Carter has no agreement with any entity to share with such entity any compensation received by Wise Carter.

8. Wise Carter and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending Chapter 11 cases. Wise Carter does not and will not represent any such entity in connection with these pending Chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Wise Carter, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Wise Carter is to be engaged.

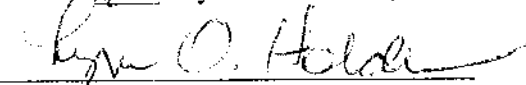
10. The foregoing constitutes the statement of Wise Carter pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

WISE CARTER CHILD & CARAWAY, P.A.

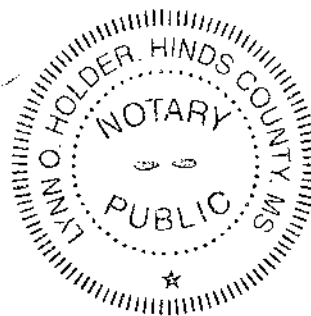
By:   
ROBERT P. WISE

Subscribed and sworn before me  
this the 16<sup>th</sup> day of November, 2005.

  
Notary Public

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
MY COMMISSION EXPIRES AUG. 8, 2006  
BONDED THRU STEGALL NOTARY SERVICE



**CERTIFICATE OF SERVICE**

I, Robert P. Wise, do hereby certify that I have caused to be served, by first class U.S. mail, postage prepaid a copy of the foregoing Affidavit of Ordinary Course Professional to:

Clerk of Court  
United States Bankruptcy Court  
Southern District of New York  
Delphi Corporation Claim Docketing Center  
P.O. Box 5058  
Bowling Green Station  
New York, New York 10274-5058

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, Michigan 48098

John Wm. Butler, Jr., Esq.  
Skadden Arps, Slate, Meagher & Flom  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606

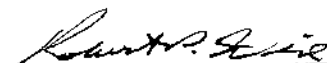
Alicia M. Leonhard, Esq.  
U.S. Trustee  
33 Whitehall Street, Suite 2100  
New York, New York 10044

Mark A. Broude, Esq.  
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425 Lexington Avenue  
New York, New York 10017

Marlane Melican, Esq.  
David Polk & Wardell  
450 Lexington Avenue  
New York, New York 10017

This the 16<sup>th</sup> day of November, 2005.

  
Robert P. Wise (MSB 7337)